

Alaska Entity #:103785

State of Alaska
Department of Commerce, Community, and
Economic Development
Corporations, Business and Professional Licensing

AMENDED CERTIFICATE
OF
REGISTRATION
Limited Liability Company

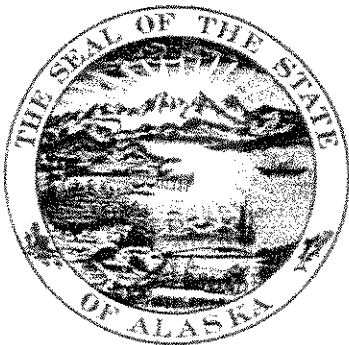
THE UNDERSIGNED, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that an Application for Amended Certificate of Registration to transact business in this state, duly signed and verified pursuant to the provisions of Alaska Statutes, has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

Pacific Energy Alaska Operating LLC
Formerly
Forest Alaska Operating LLC

and attaches hereto the original copy of the application for such amended certificate.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on **August 27, 2007**.



Emil Notti

Emil Notti
Commissioner

Plaintiff
EXHIBIT 1 p 1 of 2



Department of Commerce, Community, and Economic Development
 Division of Corporations, Business and Professional Licensing
 CORPORATIONS SECTION
 PO Box 110808
 Juneau AK 99811-0808

APPLICATION FOR AMENDED CERTIFICATE OF REGISTRATION

For Foreign
 Limited Liability Company and Limited Partnership

Pursuant to the provisions of the Alaska Statutes, the undersigned applies for an amended certificate of registration to transact business in Alaska.

1. Name of the entity (as it is currently stated on the Certificate of Registration):		Alaska Entity #:
Forest Alaska Operating LLC		103785
2. Amended name of entity (if changing the name of the entity):		
Pacific Energy Alaska Operating LLC		
3. The assumed name elected to use in Alaska if the legal name is not available:		
4. The purpose of the entity other than those set forth in its prior application:		
Purpose:	NAICS Code:	
6. Address of the principal office of the entity in the state or country of domicile:		
Name		
Mailing Address		
City, State, Zip		
7. Other amendments to the prior registration are as follows:		

The PRINTED name and SIGNATURE by a person who is authorized by the law of the state or other jurisdiction where the company was organized to sign the application:

Signed this 27th day of August, 20 07.

Signature of Authorized Person	Printed Name	Title
	Pacific Energy Alaska Holdings, LLC By: Pacific Energy Resources Ltd.	Member

By: Darren Katic, President

If the name of the entity is amended, an original Certificate of Compliance, sometimes referred to as a Certificate of Good Standing or Certificate of Existence, issued by the state of domicile of the entity must be filed with this application. The original certificate must not be older than 60 days.

A certified copy of the articles of amendment from the state of domicile must be attached to the Application for Amended Certificate of Registration.

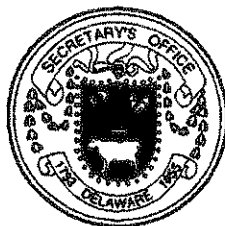


Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FOREST ALASKA OPERATING LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PACIFIC ENERGY ALASKA OPERATING LLC", THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2007, AT 7:52 O'CLOCK P.M.



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070957709

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5954593

DATE: 08-27-07

Plaintiff
EXHIBIT 2 p 1 of 2

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PACIFIC ENERGY ALASKA OPERATING LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PACIFIC ENERGY ALASKA OPERATING LLC" WAS FORMED ON THE FIRST DAY OF SEPTEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4213787 8300

070957709

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5954594

DATE: 08-27-07

Plaintiff
EXHIBIT 2 p 2 of 2